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September 16, 2020

VIA E-MAIL

Alyse Stoy, Esq.
Acting Deputy Regional Counsel
Office of Regional Counsel
U.S. Environmental Protection Agency, Region 7
11201 Renner Boulevard
Lenexa, Kansas 66219
Stoy.alyse@epa.gov

Re: Information Request Concerning West Lake Landfill Superfund Site, Bridgeton, Missouri, Pursuant to CERCLA, 42 U.S.C. § 9604(e)(2)

Dear Ms. Stoy:

We write on behalf of our client, Citigroup Inc. ("Citigroup"), in response (Citigroup's "Response") to the Environmental Protection Agency's ("EPA") Request for Information pursuant to Section 104(e)(2) of the Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA, 42 U.S.C. § 9604(e)(2), (EPA's "Request"), related to the West Lake Landfill Superfund Site located in Bridgeton, St. Louis County, Missouri (the "Site").

General Objections to EPA's Request

EPA's Request includes sixteen separately-numbered information questions. Several of these requests include subparts. Citigroup has the following general objections to EPA's Request:

A. Citigroup generally objects to the Request to the extent that it seeks information or documents protected from discovery by the attorney-client privilege, the attorney work product doctrine, the self-evaluative privilege, or any other applicable privilege or doctrine. Citigroup further objects to the Request to the extent that it seeks confidential or proprietary business information or confidential settlement information or information protected from disclosure by the Critical Infrastructure Information Act of 2002, 6 USC § 673, and its implementing Department of Homeland Security regulations at 6 CFR § 29 or the Federal Energy Regulatory Commission's rules at 18 C.F.R. § 113. Nothing contained in these objections or the responses below is intended as, or shall in anyway be deemed, a waiver of any privilege or related protection. Further, Citigroup asserts a confidentiality claim as to each of its Responses to the EPA's Request, including any documents produced in connection with this Response that are stamped "CONFIDENTIAL," pursuant to CERCLA, 42 U.S.C. § 9604(e)(7) and 40 C.F.R. § 2.203(b), and other applicable law.

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- B. Citigroup generally objects to the Request to the extent that it seeks information and/or documents not in the possession, custody, or control of Citigroup. In particular, Citigroup notes that many of the Requests seek information concerning events and circumstances that allegedly occurred multiple decades ago, involving entities that were not affiliated with Citigroup at the time of such events or circumstances, and, therefore, Citigroup's information regarding those matters is limited.
- C. Citigroup generally objects to the Request to the extent that it seeks information which may be derived or ascertained from documents already within the knowledge, possession or control of EPA.
- D. Citigroup generally objects to the Request to the extent that it is overbroad or unduly burdensome.
- E. Citigroup is responding to the Request, as further set forth below, without waiving any of the foregoing objections, or any other valid objections and without admitting to any factual or legal basis for any liability. As further explained below, Citigroup responds to the Request in the interests of cooperating with EPA in potential response activities related to the release, or threat of release, of hazardous substances, pollutants or contaminants.

Without in any way obligating itself to do so, Citigroup reserves the right: (a) to make subsequent revisions or amendments to its responses based upon information, evidence, documents, facts, and/or other things that hereafter may become available, and (b) to produce or rely upon additional or subsequently acquired or discovered writings, evidence, and information in any future proceedings.

Respondent Information

Request 1: Describe the relationship between the following entities and provide a corporate map:

- a. Citigroup, Inc.
- b. Associates First Capital Corporation
- c. Associates Corporation of North America
- d. Citicorp Del-Lease, Inc.
- e. Associates /Trans-National Leasing, Inc.



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(b)(4)

Request 2: Produce the agreement and/or other documents under which Associates First Capital Corporation acquired Commercial Discount Corporation in or around 1975, including all exhibits, attachments and schedules thereto.

Response 2: Citigroup incorporates by reference its general objections. Subject to and without waiving the foregoing general objections, to the best of Citigroup's knowledge after reasonable inquiry, all documents responsive to this request that have been identified to be in Citigroup's possession, custody or control, have been produced to the EPA in response to this Request. To the extent that no documents responsive to this request have been produced, such documents have not been identified, after reasonable inquiry, to exist in Citigroup's possession, custody or control.

Request 3: Produce the agreement and/or other documents under which Commercial Discount Corporation was merged into Associates Fleet Leasing of Madison, Inc., under the name of Associates/Trans-National Leasing, Inc., in or around 1992 or 1993, including all exhibits, attachments, and schedules thereto.

Response 3: Citigroup incorporates by reference its general objections. Subject to and without waiving the foregoing general objections, to the best of Citigroup's knowledge after reasonable inquiry, all documents responsive to this request that have been identified to be in Citigroup's possession, custody or control, have been produced to the EPA in response to this Request. To the extent that no documents responsive to this request have been produced, such documents have not been identified, after reasonable inquiry, to exist in Citigroup's possession, custody or control.

Request 4: Following the merger identified in Request 3, was Associates/Trans-National Leasing, Inc., the successor to all liabilities, including any under the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act, of Commercial Discount Corporation.

Response 4: (b) (4)

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Request 5: Identify all assets owned by Associates/Trans-National Leasing, Inc., prior to its dissolution in December 2007 and provide any valuation of those assets.



Request 6: Describe the circumstances surrounding the dissolution of Associates/Trans-National Leasing, Inc., in December 2007, including in your answer to the following:

- a. Identify the method of dissolution, including citations to Delaware law, and provide documents demonstrating compliance with such procedures;
- b. Produce a copy of the resolution or plan of dissolution of Associates/Trans-National Leasing, Inc., and all amendments or supplements thereto;
- Identify and produce all agreements entered as part of the dissolution process, including but not limited to agreements to assume some or all liabilities and/or to provide guarantees or indemnification;
- d. Identify the final disposition of all assets, liabilities, and shares of Associates/Trans-National Leasing, Inc.;
- e. Produce all documents reflecting what happened to the assets of Associates/Trans-National Leasing, Inc., upon its dissolution to the present, including but not limited to, any documents reflecting the transfer, sale, or liquidation of such assets; and
- f. Specifically, state whether some or all the assets of Associates/Trans-National Leasing Inc. were directly transferred to Citicorp Del-Lease, Inc. when Associates/Trans-National Leasing Inc. was dissolved in December 2007, and if not, explain in detail why not.



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Request 7: Produce the following documents:

- a. Associates/Trans-National Leasing, Inc.'s final federal corporate income tax return.
- b. The federal corporate income tax return for each entity that received a liquidating distribution from Associates/Trans-National Leasing, Inc. If that entity was a part of a consolidated tax return, please provide the full consolidated tax return and any separate pro form prepared for the recipient corporation. If liquidating distributions occurred over more than one year, please provide all applicable tax returns.
- c. The statement filed by the recipient corporation under Treasury Reg. § 1.332-6(a) for each tax year in which it received a liquidating distribution from Associates/Trans-National Leasing, Inc.
- d. The substantiation information required to be permanently kept by taxpayers under Treasury Reg. § 1.6001-1 and § 1.332-6(d).



Request 8: Produce all documents produced by Citigroup, Inc. to Bridgeton Landfill, LLC related to the action filed and the subpoena issued in the United States District Court for the Southern District of New York.

Response 8: Citigroup incorporates by reference its general objections. Subject to and without waiving the foregoing general objections, all documents responsive to this request have been produced to the EPA in response to this Request.

Request 9: Identify the following for Associates/Trans-National Leasing, Inc. for the years 2006 and 2007 up to the date of dissolution:

a. A detailed narrative describing its business and operational history;

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- b. List of officers and directors;
- c. Address of corporate headquarters;
- d. Address of principal place of business;
- e. Balance sheet, income statement, and general ledger;
- f. Documents that list, report, or describe customers;
- g. Documents that list, report, or describe sales.

Response 9: Citigroup incorporates by reference its general objections. Subject to and without waiving the foregoing general objections, to the best of Citigroup's knowledge after reasonable inquiry, Citigroup states:

- a. (b) (4)
- b. **List of officers and directors** After reasonable inquiry, Citigroup does not possess sufficient information to answer this question.
- c. Address of corporate headquarters To the best of Citigroup's knowledge after reasonable inquiry, Associates/Trans-National Leasing, Inc.'s corporate headquarters during the above-referenced years was located at 2 Court Square, 7th Floor, Long Island City, NY 11120.
- d. Address of principal place of business To the best of Citigroup's knowledge after reasonable inquiry, Associates/Trans-National Leasing, Inc.'s principal place of business during the above-referenced years was located at 2 Court Square, 7th Floor, Long Island City, NY 11120.
- e. (b) (4)

 f. (b) (4)

 g. (b) (4)

Request 10: Identify the following for Citigroup Del-Lease, Inc., and, any entity that continued any prior business operations of Associates/Trans-National Leasing, Inc. for 2007, 2008, 2009, and 2010:

- a. A detailed narrative describing its business and operational history;
- b. List of officers and directors;
- c. Address of corporate headquarters;

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- d. Address of principal place of business;
- e. Balance sheet, income statement, and general ledger;
- f. Documents that list, report or describe customers;
- g. Documents that list report or describe sales accounts.

Response 10: Citigroup incorporates by reference its general objections. Subject to and without waiving the foregoing general objections, to the best of Citigroup's knowledge after reasonable inquiry, Citigroup states:

- a. (b) (4)
- b. **List of officers and directors** Citigroup does not possess sufficient information to answer this request for the relevant years.
- c. Address of corporate headquarters To the best of Citigroup's knowledge after reasonable inquiry, Citicorp Del-Lease, Inc.'s corporate headquarters during the abovereferenced years was located at 1 Penn Way, New Castle DE 19721.
- d. Address of principal place of business To the best of Citigroup's knowledge after reasonable inquiry, Citicorp Del-Lease, Inc.'s principal place of business during the above-referenced years was located at 1 Penn Way, New Castle DE 19721.



Request 11: Identify the details of all civil actions filed against Citicorp Del-Lease, Inc. or any related entity, relating to the dissolution of Associates/Trans-National Leasing, Inc.

Response 11: Citigroup incorporates by reference its general objections. Subject to and without waiving the foregoing general objections, Citigroup states that, to the best of its knowledge after reasonable inquiry, no civil actions have been filed against Citicorp Del-Lease, Inc. or any related entity, relating to the dissolution of Associates/Trans-National Leasing, Inc.

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Request 12: Provide a detailed narrative statement of the present (1) nature of the ongoing business, (2) financial condition and (3) corporate size of Citigroup Del-Lease, Inc.

Response 12: (b) (4)

Request 13: Following the dissolution identified in Request 6, is Citicorp Del-Lease Inc., the successor to all liabilities, including any under the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act, of Commercial Discount Corporation? If not, state why not.

Response 13: (b) (4)

Request 14: Identify all property, pollution and/or casualty liability insurance policies held by you or another entity that includes Commercial Discount Corporation or its successor in its coverage, including the name and address of each insurer and of the insured, the amount of coverage under each policy, and the commencement and expiration dates for each policy. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

Response 14: (b) (4)

Request 15: Do you contend that any liability that you may have related to West Lake Landfill is indemnified by another entity? If so, please explain.

Response 15: (b) (4)

Request 16: Produce all documents and/or communications that refer or relate to the following:

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- a. Commercial Discount Corporation's ownership or lease agreements at the Latty Avenue site in Hazelwood, Missouri;
- b. Operations, including the clean-up or disposal of residues or materials, at the Latty Avenue site in Hazelwood, Missouri between 1965 and 1975; and,
- c. West Lake Landfill in Bridgeton, Missouri.

Response 16: (b) (4)

These responses were prepared by Citigroup staff with the assistance of counsel under the direction and supervision of John Preston Turner, Esq., Associate General Counsel, Citi Litigation Service Center, 1000 N. West Street, 5th Fl., Wilmington, DE 19801, (302) 468-8995.

Sincerely,

Daniel S. Weinberger

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